

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-----------------------------------|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <i>et al.</i> , |) | Case No. 01-1139 (KJC) |
| |) | |
| Reorganized Debtors. |) | Jointly Administered |
| |) | |
| |) | Objection Date: October 2, 2014 at 4:00 p.m. |
| |) | Hearing Date: October 14, 2014 at 10:00 a.m. |

NOTICE OF SUPPLEMENT¹ TO THE FINAL APPLICATION OF CAMPBELL & LEVINE, LLC FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE AND ASSOCIATED COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE & CO., ET AL. FOR THE PERIOD JUNE 16, 2001 THROUGH FEBRUARY 3, 2014

| | |
|--|--|
| Name of Applicant: | <u>Campbell & Levine, LLC</u> |
| Authorized to Provide Professional Services to: | <u>The Official Committee of Asbestos Personal Injury Claimants</u> |
| Date of retention: | <u>July 18, 2001, <i>nunc pro tunc</i> to June 16, 2001</u> |
| Period for which compensation and reimbursement is sought: | <u>June 16, 2001 through February 3, 2014</u> |
| Amount of compensation sought as actual, reasonable and necessary: | 3,850,792.00 ² and + 19,024.50 (Fraudulent Conveyance) \$ 3,869,816.50 |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | <u>\$546,535.98³</u> and + 2,231.89 (Fraudulent Conveyance) \$548,767.87 |
| This is a: _____monthly _____interim <u> X </u> supplement to the final application. | |

Pursuant to Section 2.1.1(b) of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified through December 23, 2010, and Section VIII of the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization As Modified through December 23, 2010, Campbell & Levine will submit invoices to the above-captioned Reorganized Debtors for services rendered and expenses incurred after February 3, 2014.

¹ This Supplement is being filed solely to include the \$19,024.50 in fees and \$2,231.89 in expenses approved by Judge Fitzgerald, in the Sealed Air and Fresenius Fraudulent Conveyance actions, by order dated April 11, 2005 [DI 731 Case No. 02-2211], a copy of which is attached hereto.

² This amount includes all reductions to fees.

³ This amount includes all reductions to expenses.

PRIOR APPLICATIONS FILED (MAIN CASE):

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|---|-----------------------|---------------------------|--------------------------|--------------------------|
| 7/27/01 | 1 st Interim Fee Application (June 16 - June 30, 2001) | \$16,994.50 | \$1,653.14 | \$16,994.50 | \$1,653.14 |
| 1/10/02 | 2 nd Interim Fee Application (July - September 2001) | \$53,863.00 | \$6,363.58 | \$53,863.00 | \$6,363.58 |
| 1/31/02 | 3 rd Interim Fee Application (October - December 2001) | \$32,084.50 | \$8,052.31 | \$31,763.25 ⁴ | \$8,052.31 |
| 5/28/02 | 4 th Interim Fee Application (January - March 2002) | \$35,484.00 | \$6,577.30 | \$35,387.50 ⁵ | \$6,577.30 |
| 8/6/02 | 5 th Interim Fee Application (April - June 2002) | \$60,308.00 | \$5,102.20 | \$60,299.00 ⁶ | \$5,102.20 |
| 11/13/02 | 6 th Interim Fee Application (July - September 2002) | \$51,576.50 | \$4,807.61 | \$51,576.00 | \$4,807.61 |
| 2/10/03 | 7 th Interim Fee Application (October - December 2002) | \$42,179.00 | \$24,050.40 | \$42,179.00 | \$24,050.40 |
| 5/15/03 | 8 th Interim Fee Application (January - March 2003) | \$42,089.00 | \$2,715.85 | \$42,089.00 | \$2,715.85 |
| 8/13/03 | 9 th Interim Fee Application (April - June 2003) | \$35,912.00 | \$1,980.82 | \$35,708.50 ⁷ | \$1,980.82 |
| 11/11/03 | 10 th Interim Fee Application (July - September 2003) | \$44,918.50 | \$2,388.68 | \$44,918.50 | \$2,388.68 |

⁴ In the Court's Order approving quarterly fee applications for the First, Second & Third Periods, the Court approved \$102,620.75 in fees which reflects a reduction of \$321.25. For the purposes of this Final Application, we

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|--|-----------------------|---------------------------|----------------------|--------------------------|
| 2/13/04 | 11th Interim Fee Application (October – December 2003) | \$47,623.75 | \$8,004.05 | \$47,623.75 | \$8,004.05 |
| 5/14/2004 | 12th Interim Fee Application (January – March 2004) | \$42,051.00 | \$4,567.73 | \$42,051.00 | \$4,567.73 |
| 8/16/04 | 13th Interim Fee Application (April - June 2004) | \$49,657.00 | \$2,608.86 | \$49,657.00 | \$2,608.86 |
| 11/15/04 | 14th Interim Fee Application (July - September 2004) | \$57,699.00 | \$4,325.19 | \$57,699.00 | \$4,325.19 |
| 2/14/05 | 15th Interim Fee Application (October - December 2004) | \$70,965.00 | \$6,325.46 | \$70,965.00 | \$6,325.46 |
| 5/13/05 | 16th Interim Fee Application (January - March 2005) | \$74,942.00 | \$6,554.54 | \$74,942.00 | \$6,554.54 |
| 8/12/05 | 17th Interim Fee Application (April - June 2005) | \$85,015.00 | \$15,344.73 | \$85,015.00 | \$15,344.73 |
| 11/15/05 | 18th Interim Fee Application (July-September 2005) | \$109,641.50 | \$9,956.24 | \$109,641.50 | \$9,956.24 |

have noted the reduction in the Third Interim Period.

⁵ In the Court's Order approving quarterly fees applications for the Fourth Period, the Court approved \$35,387.50 in fees which reflects a reduction of \$96.50. For the purposes of this Final Application we have noted the reduction in the Fourth Interim Period.

⁶ In the Court's Order approving quarterly fee applications for the Fifth Period, the Court approved \$60,299.00 in fees which reflects a reduction of \$9.00. For the purposes of this Final Application, we have noted the reduction in the Fifth Interim Period.

⁷ In the Court's Order approving quarterly fee applications for the Ninth Period, the Court approved \$35,708.50 in fees which reflects a reduction of \$203.50. For the purposes of this Final Application, we have noted the reduction in the Ninth Interim Period.

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|--|-----------------------|---------------------------|---------------------------|--------------------------|
| 2/14/06 | 19th Interim Fee Application (October – December 2005) | \$108,413.50 | \$31,219.94 | \$108,413.50 | \$31,219.94 |
| 5/15/06 | 20th Interim Fee Application (January – March 2006) | \$92,452.00 | \$3,156.83 | \$92,452.00 | \$3,156.83 |
| 8/14/06 | 21st Interim Fee Application (April – June 2006) | \$113,396.00 | \$3,317.10 | \$113,396.00 | \$3,317.10 |
| 11/14/06 | 22nd Interim Fee Application (July – September 2006) | \$140,576.00 | \$13,000.72 | \$140,576.00 | \$13,000.72 |
| 2/15/07 | 23rd Fee Application (October – December 2006) | \$150,009.00 | \$21,242.03 | \$150,009.00 | \$21,242.03 |
| 5/15/07 | 24th Fee Application (January – March 2007) | \$187,144.50 | \$24,440.01 | \$187,144.50 | \$24,440.01 |
| 8/14/07 | 25th Interim Fee Application (April – June 2007) | \$185,803.00 | \$32,629.23 | \$185,803.00 | \$32,629.23 |
| 11/15/07 | 26th Interim Fee Application (July – September 2007) | \$133,826.00 | \$29,271.75 | \$133,455.50 ⁸ | \$29,243.08 ⁹ |

⁸ In the Court's Order approving quarterly fee applications for the Twenty-Sixth Period, the Court approved \$133,455.50 in fees which reflects a reduction of \$370.50. For the purposes of this Final Application, we have noted the reduction in the Twenty-Sixth Interim Period.

⁹ In the Court's Order approving quarterly fee applications for the Twenty-Sixth Period, the Court approved \$29,243.08 in expenses which reflects a reduction of \$28.67. For the purposes of this Final Application, we have noted the reduction in the Twenty-Sixth Interim Period.

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|--|-----------------------|---------------------------|----------------------------|---------------------------|
| 2/15/08 | 27th Interim Fee Application (October – December 2007) | \$129,621.00 | \$19,145.87 | \$129,335.50 ¹⁰ | \$19,127.87 ¹¹ |
| 5/15/08 | 28th Interim Fee Application (January – March 2008) | \$173,741.00 | \$35,383.07 | \$173,741.00 | \$35,383.07 |
| 8/14/08 | 29th Interim Fee Application (April – June 2008) | \$107,278.00 | \$9,519.46 | \$107,278.00 | \$9,312.71 ¹² |
| 11/17/08 | 30 th Interim Fee Application (July – September 2008) | \$67,306.50 | \$6,211.38 | \$67,306.50 | \$6,211.38 |
| 2/13/09 | 31 st Interim Fee Application (October – December 2008) | \$104,970.00 | \$8,123.36 | \$104,970.00 | \$8,123.36 |
| 5/13/09 | 32 nd Interim Fee Application (January – March 2009) | \$112,640.00 | \$16,815.39 | \$112,618.00 ¹³ | \$16,815.39 |
| 8/17/09 | 33 rd Interim Fee Application (April – June 2009) | \$148,695.50 | \$16,218.71 | \$148,695.50 | \$16,218.71 |
| 11/16/09 | 34 th Interim Fee Application (July-September 2009) | \$189,711.00 | \$59,538.35 | \$189,711.00 | \$59,538.35 |

¹⁰ In the Court's Order approving quarterly fee applications for the Twenty-Seventh Period, the Court approved \$129,335.50 in fees which reflects a reduction of \$285.50. For the purposes of this Final Application, we have noted the reduction in the Twenty-Seventh Interim Period.

¹¹ In the Court's Order approving quarterly fee applications for the Twenty-Seventh Period, the Court approved \$19,127.87 in expenses which reflects a reduction of \$18.00. For the purposes of this Final Application, we have noted the reduction in the Twenty-Seventh Interim Period.

¹² In the Court's Order approving quarterly fee applications for the Twenty-Ninth Period, the Court approved \$9,312.71 in fees which reflects a reduction of \$206.75. For the purposes of this Final Application, we have noted the reduction in the Twenty-Ninth Interim Period.

¹³ In the Court's Order approving quarterly fee applications for the Thirty-Second Period, the Court approved \$112,618.00 in fees which reflects a reduction of \$22.00. For the purposes of this Final Application, we have noted the reduction in the Thirty-Second Interim Period.

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|--|-----------------------|---------------------------|---------------------------|--------------------------|
| 2/12/10 | 35 th Interim Fee Application (Oct – Dec 2010) | \$93,635.50 | \$15,199.97 | \$93,591.50 ¹⁴ | \$15,199.97 |
| 5/14/10 | 36 th Interim Fee Application (Jan – March 2010) | \$61,680.50 | \$6,976.62 | \$61,680.50 | \$6,976.62 |
| 8/13/10 | 37 th Interim Fee Application (April – June 2010) | \$44,448.00 | \$4,089.35 | \$44,448.00 | \$4,089.35 |
| 11/15/10 | 38 th Interim Fee Application (July-September 2010) | \$37,149.00 | \$3,301.36 | \$37,149.00 | \$3,301.36 |
| 2/15/11 | 39 th Interim Fee Application (October-December 2010) | \$32,033.00 | \$1,799.77 | \$32,033.00 | \$1,799.77 |
| 5/15/11 | 40 th Interim Fee Application (January - March 2011) | \$54,692.00 | \$7,059.74 | \$54,692.00 | \$7,059.74 |
| 8/16/11 | 41 th Interim Fee Application (April – June 2011) | \$44,341.50 | \$4,632.79 | \$44,341.50 | \$4,632.79 |
| 11/14/11 | 42 nd Interim Fee Application (July – September 2011) | \$37,207.00 | \$4,345.79 | \$37,207.00 | \$4,345.79 |
| 2/15/12 | 43 rd Interim Fee Application (October – December 2011) | \$42,808.00 | \$6,599.31 | \$42,258.00 ¹⁵ | \$6,599.31 |

¹⁴ In the Court's Order approving quarterly fee applications for the Thirty-Fifth Period, the Court approved \$93,591.50 in fees which reflects a reduction of \$44.00. For the purposes of this Final Application we have noted the reduction in the Thirty-Fifth Interim Period.

¹⁵ In the Court's Order approving quarterly fee applications for the Forty-Third Period, the Court approved \$42,258.00 in fees which reflects a reduction of \$550.00. For the purposes of this Final Application we have noted the reduction in the Forty-Third Interim Period.

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|---|-----------------------|---------------------------|---------------------------|--------------------------|
| 05/15/12 | 44 th Interim Fee Application (January - March 2012) | \$42,253.50 | \$4,123.40 | \$42,209.50 ¹⁶ | \$4,123.40 |
| 08/14/12 | 45 th Interim Fee Application (April - June 2012) | \$33,985.50 | \$11,755.85 | \$33,941.50 ¹⁷ | \$11,755.85 |
| 11/14/12 | 46 th Interim Fee Application (July - September 2012) | \$37,189.00 | \$5,412.63 | \$37,189.00 | \$5,412.63 |
| 02/14/13 | 47 th Interim Fee Application (October - December 2012) | \$37,816.50 | \$4,083.66 | \$37,805.50 ¹⁸ | \$4,083.66 |
| 05/15/13 | 48 th Interim Fee Application (January - March 2013) | \$41,560.50 | \$3,851.39 | \$41,521.50 ¹⁹ | \$3,851.39 |
| 08/14/13 | 49 th Interim Fee Application (April - June 2013) | \$35,780.00 | \$4,029.10 | \$35,582.00 | \$4,029.10 |
| 11/13/13 | 50 th Interim Fee Application (July - September 2013) | \$35,060.00 | \$3,685.33 | \$35,060.00 | \$3,685.33 |
| 2/17/14 | 51 st Fee Application (October - December 2013) | \$34,481.50 | \$4,198.70 | Pending | Pending |

¹⁶ In the Court's Order approving quarterly fee applications for the Forty-Fourth Period, the Court approved \$42,209.50 in fees which reflects a reduction of \$44.00. For the purposes of this Final Application we have noted the reduction in the Forty-Fourth Interim Period.

¹⁷ In the Court's Order approving quarterly fee applications for the Forty-Fifth Period, the Court approved \$42,209.50 in fees which reflects a reduction of \$44.00. For the purposes of this Final Application we have noted the reduction in the Forty-Fifth Interim Period.

¹⁸ In the Court's Order approving quarterly fee applications for the Forty-Seventh Period, the Court approved \$37,805.50 in fees which reflects a reduction of \$11.00. For the purposes of this Final Application we have noted the reduction in the Forty-Seventh Interim Period.

¹⁹ In the Court's Order approving quarterly fee applications for the Forty-Eighth Period, the Court approved \$41,521.50 in fees which reflects a reduction of \$39.00. For the purposes of this Final Application we have noted the reduction in the Forty-Eighth Interim Period.

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|---|-----------------------|---------------------------|----------------------|--------------------------|
| 3/27/14 | 52 nd Interim Fee Application (January - February 3, 2014) | \$8,323.50 | \$1,032.75 | Pending | Pending |

PRIOR APPLICATIONS FILED (FRAUDULENT CONVEYANCE)²⁰

| Date Filed | Time Period | Fees Requested | Expenses Requested | Fees Approved | Expenses Approved |
|-------------------|---|-----------------------|---------------------------|----------------------|--------------------------|
| 5/14/03 | 1 st Interim Fee Application (December – March 31, 2003) | \$9,865.00 | \$281.30 | \$9,865.00 | \$281.30 |
| 8/15/03 | 2 nd Interim Fee Application (April – June 30, 2003) | \$3,410.00 | \$734.62 | \$3,410.00 | \$734.62 |
| 11/14/03 | 3 rd Interim Fee Application (July – September 30, 2003) | \$2,242.50 | \$642.48 | \$2,242.50 | \$642.48 |
| 2/13/04 | 4 th Interim Fee Application (October – December 31, 2003) | \$1,416.50 | \$213.36 | \$1,416.50 | \$213.36 |
| 5/14/04 | 5 th Interim Fee Application (January – March 31, 2004) | \$693.00 | \$330.13 | \$693.00 | \$330.13 |
| 8/16/04 | 6 th Interim Fee Application (April – June 30, 2004) | \$1,397.50 | \$30.00 | \$1,397.50 | \$30.00 |
| TOTAL | | | | \$19,024.50 | \$2,231.89 |

²⁰ These Interim Fee Applications were approved by Judge Fitzgerald, in the Sealed Air and Fresenius Fraudulent Conveyance actions, by order dated April 11, 2005 [DI 731 Case No. 02-2211].

CAMPBELL & LEVINE PROFESSIONALS (MAIN CASE)

| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation |
|--|---|--|---------------------------|---------------------------|
| Marla R. Eskin | Attorney. Joined Firm 2002. Member of DE Bar since 1991. | \$250.00 | 1.00 | \$250.00 |
| | | \$275.00 | 132.30 | \$36,382.50 |
| | | \$290.00 | 459.90 | \$133,371.00 |
| | | \$325.00 | 156.40 | \$50,830.00 |
| | | \$340.00 | 93.00 | \$31,620.00 |
| | | \$385.00 | 29.20 | \$11,242.00 |
| | | \$415.00 | 14.90 | \$6,183.50 |
| | | \$450.00 | 5.30 | \$2,385.00 |
| | | \$470.00 | 2.10 | \$987.00 |
| Mark T. Hurford | Attorney. Joined Firm 2002. Member of DE Bar since 1994. | \$265.00 | 505.20 | \$133,878.00 |
| | | \$132.50 | 1.50 | \$198.75 |
| | | \$275.00 | 323.90 | \$89,072.50 |
| | | \$137.50 | 1.00 | \$137.50 |
| | | \$280.00 | 772.80 | \$216,384.00 |
| | | \$295.00 | 1,118.50 | \$329,957.50 |
| | | \$305.00 | 1,526.90 | \$465,704.50 |
| | | \$325.00 | 961.70 | \$312,552.50 |
| | | \$350.00 | 1,154.60 | \$404,110.00 |
| | | \$360.00 | 301.50 | \$108,540.00 |
| | | \$375.00 | 297.70 | \$111,637.50 |
| | | \$390.00 | 488.40 | \$190,476.00 |
| Bernard G. Conaway | Attorney. Joined Firm 2009. Member of DE Bar since 1990. | \$410.00 | 14.30 | \$5,863.00 |
| | | \$325.00 | 3.30 | \$1,072.50 |
| | | \$395.00 | 2.30 | \$908.50 |
| Aileen F. Maguire | Attorney. Joined Firm 2002. Member of DE Bar since 1998. | \$425.00 | 0.10 | \$42.50 |
| | | \$200.00 | 138.10 | \$27,620.00 |
| | | | | |
| Kathleen Campbell Davis | Attorney. Joined Firm 2002. Member of DE Bar since 2002. | \$95.00 | 3.10 | \$294.50 |
| | | \$125.00 | 6.90 | \$862.50 |
| | | \$150.00 | 58.90 | \$8,835.00 |
| | | \$175.00 | 47.50 | \$8,312.50 |
| | | \$190.00 | 66.80 | \$12,692.00 |
| | | \$200.00 | 52.70 | \$10,540.00 |
| | | \$230.00 | 50.10 | \$11,523.00 |
| | | \$275.00 | 51.00 | \$14,025.00 |
| | | \$305.00 | 59.70 | \$18,208.50 |
| | | \$340.00 | 31.60 | \$10,744.00 |
| | | \$375.00 | 15.70 | \$5,887.50 |
| | | \$390.00 | 16.90 | \$6,591.00 |

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|-----------------------|--|--|-------------------------------------|---|
| Kenneth L. Dorsney | Attorney. Joined Firm 2008. Member of DE Bar since 1998. | \$275.00 | 50.50 | \$13,887.50 |
| Kathryn S. Keller | Attorney. Joined Firm 2006. Member of DE Bar since 2005. | \$150.00 \$175.00 | 55.40 0.70 | \$8,310.00 \$122.50 |
| Martha Fox | Attorney. Joined Firm 2007. | \$280.00 \$290.00 | 1.80 1.80 | \$504.00 \$522.00 |
| Ayesha Chacko | Attorney. Joined Firm 2008. Member of DE Bar since 2007. | \$180.00 \$205.00 \$225.00 \$240.00 | 19.10 0.70 0.80 0.60 | \$3,438.00 \$143.50 \$180.00 \$144.00 |
| Cathie J. Boyer | Paralegal 2001. | \$120.00 \$125.00 | 116.20 45.90 | \$13,944.00 \$5,737.50 |
| Darlene M. Chilelli | Legal Assistant 2002 | \$90.00 | 27.20 | \$2,448.00 |
| Stephanie L. Peterson | Legal Assistant 2001 | \$90.00 | 170.00 | \$15,300.00 |
| Marnie L. Powell | Legal Assistant 2002 | \$90.00 | 45.90 | \$4,131.00 |
| Dylan A. Davis | Paralegal 2002. | \$95.00 | 31.40 | \$2,983.00 |
| Lauren M. Przybylek | Paralegal 2002. | \$90.00 \$95.00 | 6.80 253.70 | \$612.00 \$24,101.50 |
| Diane E. Massey | Paralegal 2002. | \$95.00 | 609.90 | \$57,940.50 |
| Gaurav Patel | Paralegal 2011. | \$90.00 | 3.30 | \$297.00 |
| Katherine L. Hemming | Paralegal 2004. | \$95.00 \$105.00 \$110.00 \$125.00 | 849.80 326.60 781.10 17.70 | \$80,731.00 \$34,293.00 \$85,921.00 \$2,212.50 |
| Jana M. Hockemeier | Paralegal 2006. | \$95.00 | 56.90 | \$5,405.50 |
| Reema B. Dattani | Paralegal 2006. | \$95.00 | 252.40 | \$23,978.00 |
| Margaret A. Landis | Legal Assistant 2002. | \$95.00 | 88.80 | \$8,436.00 |
| Daniel W. Rothamel | Legal Assistant 2002. | \$90.00 | 3.20 | \$288.00 |
| Denise C. Elliott | Paralegal 2003. | \$95.00 | 7.90 | \$750.50 |
| Matthew Brushwood | Paralegal 2008. | \$90.00 \$95.00 \$100.00 \$125.00 | 62.80 65.60 0.50 140.70 | \$5,652.00 \$6,232.00 \$50.00 \$17,587.50 |
| Bruce D. Campbell | Paralegal 2007. | \$95.00 | 232.1 | \$22,049.50 |
| Dan Mosier | Paralegal 2007. | \$95.00 | 55.50 | \$5,272.50 |
| Santae Boyd | Paralegal 2008. | \$95.00 \$100.00 \$110.00 | 45.50 256.70 477.90 | \$4,322.50 \$25,670.00 \$52,569.00 |
| Tim Simpson | Paralegal 2012. | \$110.00 | 195.90 | \$21,549.00 |
| Tara Donofrio | Legal Assistant 2004. | \$95.00 | 10.00 | \$950.00 |
| Irene R. Thrasher | Legal Assistant 2005. | \$95.00 | 16.40 | \$1,558.00 |
| Stacey Woods | Legal Assistant 2008. | \$95.00 | 1.30 | \$123.50 |
| Freddie Koenig-Leuck | Legal Assistant 2010. | \$85.00 | 24.70 | \$2,099.50 |
| Douglas A. Campbell | Attorney. Joined Firm | \$300.00 | 35.50 | \$10,650.00 |

| | | | | |
|---------------------|--|----------|-------|-------------|
| | 1981. Member of PA Bar since 1976. | \$350.00 | 35.10 | \$12,285.00 |
| | | \$375.00 | 57.70 | \$21,637.50 |
| | | \$395.00 | 32.30 | \$12,758.50 |
| | | \$425.00 | 29.50 | \$12,537.50 |
| | | \$450.00 | 35.00 | \$15,750.00 |
| | | \$475.00 | 36.20 | \$17,195.00 |
| | | \$500.00 | 16.30 | \$8,150.00 |
| | | \$520.00 | 40.80 | \$21,216.00 |
| | | \$545.00 | 0.10 | \$54.50 |
| David B. Salzman | Attorney. Joined Firm 1981. Member of PA Bar since 1983. | \$300.00 | 5.00 | \$1,500.00 |
| | | \$350.00 | 1.70 | \$595.00 |
| | | \$375.00 | 1.70 | \$637.50 |
| | | \$425.00 | 42.50 | \$18,062.50 |
| | | \$450.00 | 5.30 | \$2,385.00 |
| | | \$475.00 | 0.30 | \$142.50 |
| Stanley Levine | Attorney. Joined Firm 1981. Member of PA Bar since 1974. | \$450.00 | 2.80 | \$1,260.00 |
| | | \$475.00 | 0.40 | \$190.00 |
| Philip E. Milch | Attorney. Joined Firm 1991. Member of PA Bar since 1988. | \$225.00 | 32.90 | \$7,402.50 |
| | | \$265.00 | 37.30 | \$9,884.50 |
| | | \$290.00 | 40.00 | \$11,600.00 |
| | | \$315.00 | 53.20 | \$16,758.00 |
| | | \$325.00 | 67.90 | \$22,067.50 |
| | | \$340.00 | 56.00 | \$19,040.00 |
| | | \$365.00 | 42.30 | \$15,439.50 |
| | | \$400.00 | 41.60 | \$16,640.00 |
| | | \$415.00 | 66.40 | \$27,556.00 |
| | | \$450.00 | 24.20 | \$10,890.00 |
| | | \$470.00 | 38.70 | \$18,189.00 |
| | | \$495.00 | 0.30 | \$148.50 |
| Ronald B. Roteman | Attorney. Joined Firm 1992. Member of PA Bar since 1993. | \$275.00 | 0.20 | \$55.00 |
| | | \$175.00 | 3.80 | \$665.00 |
| | | \$250.00 | 1.60 | \$400.00 |
| Rudy A. Fabian | Attorney. Joined Firm 2003. Member of PA Bar since 1989. | \$240.00 | 7.60 | \$1,824.00 |
| Erik Sobkiewicz | Attorney. Joined Firm 2001. Member of PA Bar since 1989. | \$250.00 | 4.70 | \$1,175.00 |
| Fred Rapone | Attorney. Joined Firm 2007. Member of PA Bar since 2001. | \$275.00 | 8.60 | \$2,365.00 |
| Salene R. Mazur | Attorney. Joined Firm 2004. Member of PA Bar since 2000. | \$190.00 | 11.70 | \$2,223.00 |
| | | \$200.00 | 21.90 | \$4,380.00 |
| | | \$215.00 | 9.00 | \$1,935.00 |
| | | \$230.00 | 5.90 | \$1,357.00 |
| Aurelius P. Robleto | Attorney. Joined Firm | \$150.00 | 15.80 | \$2,370.00 |

| | | | | |
|-------------------------|--|----------|-----------|----------------|
| | 2006. Member of PA Bar since 2005. | | | |
| Elaine J. Wizzard | Attorney. Joined Firm 2006. Member of PA Bar since 2004. | \$150.00 | 125.90 | \$18,885.00 |
| Katheryn L. Harrison | Attorney. Joined Firm 2010. Member of PA Bar since 2008. | \$225.00 | 1.90 | \$427.50 |
| Michele Kennedy | Paralegal 1999. | \$90.00 | 21.60 | \$1,944.00 |
| | | \$51.67 | 0.30 | \$15.50 |
| | | \$95.00 | 3.60 | \$342.00 |
| | | \$100.00 | 4.30 | \$430.00 |
| | | \$105.00 | 22.60 | \$2,373.00 |
| | | \$110.00 | 31.20 | \$3,432.00 |
| | | \$125.00 | 11.00 | \$1,375.00 |
| | | \$130.00 | 31.00 | \$4,030.00 |
| | | \$135.00 | 4.50 | \$607.50 |
| | | \$150.00 | 13.10 | \$1,965.00 |
| | | \$155.00 | 20.10 | \$3,115.50 |
| Heather L. Juliante | Legal Assistant 2007. | \$100.00 | 0.20 | \$20.00 |
| Laura E. Davis | Legal Assistant 1999. | \$90.00 | 1.00 | \$90.00 |
| Suzanne D. Schreiber | Paralegal 1999. | \$100.00 | 9.60 | \$960.00 |
| Shirley A. Brown | Paralegal 2007. | \$95.00 | 0.30 | \$28.50 |
| | | \$105.00 | 0.60 | \$63.00 |
| | | \$115.00 | 0.10 | \$11.50 |
| | | \$125.00 | 0.20 | \$25.00 |
| Aubra Levine | Legal Assistant 2004. | \$40.00 | 0.30 | \$12.00 |
| Joshua A. Tabor | Legal Assistant 2000. | \$50.00 | 0.20 | \$10.00 |
| | | \$65.00 | 2.90 | \$188.50 |
| | | \$100.00 | 0.10 | \$10.00 |
| Paul J. Cordaro | Attorney. Joined firm 2002. Member of PA Bar since 2000. | \$150.00 | 1.00 | \$150.00 |
| Matthew G. Zaleski, III | Attorney. Joined firm 2001. Member of DE Bar since 1996. | \$275.00 | 303.60 | \$84,490.00 |
| | | \$290.00 | 117.80 | \$34,162.00 |
| Total: | | | 16,077.30 | \$3,853,030.75 |
| Blended Rate: | | \$239.59 | | |

CAMPBELL & LEVINE PROFESSIONALS (FRAUDULENT CONVEYANCE)

| Name of Professional Individual | Position of the Applicant, Year of Obtaining License to Practice | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation |
|--|---|--|---------------------------|---------------------------|
| Marla R. Eskin | Attorney. Joined Firm 2002. Member of DE Bar since 1991. | \$275.00 \$290.00 | 12.5 .6 | \$3,437.50 \$174.00 |
| Mark T. Hurford | Attorney. Joined Firm 2002. Member of DE Bar since 1994. | \$265.00 \$275.00 | 33.7 3.9 | \$8,930.50 \$1,072.50 |
| Aileen F. Maguire | Attorney. Joined Firm 2002. Member of DE Bar since 1998. | \$200.00 | 10.2 | \$2,040.00 |
| Lauren M. Przybylek | Paralegal 2002. | \$90.00 \$95.00 | .2 26.6 | \$18.00 \$2,527.00 |
| Diane E. Massey | Paralegal 2002. | \$95.00 | 1.1 | \$104.50 |
| Denise C. Elliott | Paralegal 2003. | \$95.00 | .9 | \$85.50 |
| Kathleen Campbell Davis | Attorney. Joined Firm 2002. Member of DE Bar since 2002. | \$150.00 \$175.00 | 1.9 2.0 | \$285.00 \$350.00 |
| Total: | | | 93.60 | \$19,024.50 |
| Blended Rate: | | \$203.25 | | |

TASK CODE SUMMARY (MAIN CASE)

| Project Category | Total Hours | Total Fees Requested |
|---|--------------------|-----------------------------|
| Asset Analysis and Recovery | 130.7 | \$30,691.50 |
| Asset Disposition | 53.8 | \$15,929.50 |
| Business Operations | 72.8 | \$24,216.50 |
| Case Administration | 412.3 | \$79,306.50 |
| Claims Administration and Objections | 107.3 | \$26,977.00 |
| Claims Administration and Objections (Asbestos) | 2,458.1 | \$706,745.50 |
| Claims Administration and Objections (Non-Asbestos) | 199.8 | \$61,288.00 |
| Committee Administration | 4,273.1 | \$930,492.00 |
| Employee Benefits/Pension | 310.6 | \$91,540.50 |
| Fee/Employment Applications | 176.4 | \$27,801.00 |
| Employment Applications (applicant) | 37.2 | \$6,506.50 |
| Employment Applications (others) | 240.0 | \$63,120.00 |
| Fee/Employment Objections | 90.1 | \$24,234.00 |
| Fee Applications (applicant) | 683.8 | \$134,448.00 |
| Fee Applications (others) | 2,779.9 | \$412,737.00 |
| Financing | 21.1 | \$6,724.00 |

| | | |
|-------------------------------|---------|--------------|
| Hearings | 1,344.7 | \$406,271.25 |
| Litigation | 576.4 | \$159,790.50 |
| Plan and Disclosure Statement | 1,754.7 | \$538,843.00 |
| Relief from Stay Proceedings | 84.5 | \$24,071.50 |
| Tax Issues | 33.6 | \$9,762.50 |
| Tax Litigation | 2.6 | \$788.50 |
| Travel (non-working) | 174.3 | \$55,320.50 |
| Valuation | 2.6 | \$692.00 |
| ZAI Science Trial | 56.2 | \$14,542.50 |
| Retention Issues | 0.7 | \$197.00 |

FRAUDULENT CONVEYANCE

| Project Category | Total Hours | Total Fees Requested |
|-------------------------|--------------------|-----------------------------|
| Litigation | 93.6 | \$19,024.50 |

EXPENSE SUMMARY (MAIN CASE)

| Expense Category | Service Provider (if applicable) | Total Expenses |
|--|---|-----------------------|
| In-House Reproduction (\$.10 per page) | | \$32,802.48 |
| Outside Reproduction & Courier Service | Parcels | \$313,780.28 |
| Outside Reproduction & Courier Service | IKON | \$78,417.06 |
| Outside Reproduction & Courier Service | Digital Legal | \$6,646.31 |
| Outside Reproduction | VirtualDocket.com | \$4.20 |
| Outside Reproduction | Thomas Mackey's Copy Service | \$23.23 |
| Outside Courier Service | Tri State | \$718.70 |
| Outside Reproduction | Counsel Press | \$8,685.65 |
| Facsimile | | \$4,106.45 |
| Travel | | \$25,016.68 |
| Working Meals | | \$1,994.88 |
| Long Distance Telephone Calls | AT&T | \$1,792.93 |
| Postage | | \$417.57 |
| Transcript | J&J Transcribers, Inc. | \$13,618.64 |
| Transcript | Wilcox & Fetzer | \$6,059.60 |
| Transcript | Magna Legal Services | \$547.50 |
| Transcript | Freedom Reporting, Inc. | \$1,498.35 |
| Transcript | Legalink, Inc. | \$3,536.25 |
| Transcript | Laurie B. Green, Inc. | \$329.20 |
| Transcript | Court Reporter | \$1,060.30 |

| Expense Category | Service Provider (if applicable) | Total Expenses |
|--|---|-----------------------|
| Transcript | Writer's Cramp | \$2,901.39 |
| Transcript | Keller Court Reporting | \$511.99 |
| Transcript | AKF Reporting, Inc. | \$609.70 |
| Transcript | Theodore M. Formaroli | \$864.03 |
| Transcript | Elaine M. Ryan | \$818.26 |
| Transcript | Diana Doman | \$1,070.70 |
| Transcript | Transcripts Plus | \$1,134.91 |
| CourtCall | | \$6,015.00 |
| PACER | | \$12,904.91 |
| Research | Westlaw | \$1,536.40 |
| Overnight Courier | Federal Express | \$11,648.50 |
| Deposition | National Deposition | \$932.75 |
| Deposition | Shorter Productions | \$105.00 |
| Deposition | Associated Reporters | \$374.80 |
| Filing Fees | U.S. District Court | \$678.55 |
| Document Fees | U.S. Bankruptcy Court | \$364.00 |
| Conference Call | Copper Conferencing | \$770.91 |
| Conference Call | BlackPhone Communications | \$53.28 |
| Offsite Litigation Support/ Computer Services | PC Networks | \$2,438.25 |

EXPENSE SUMMARY (FRAUDULENT CONVEYANCE)

| Expense Category | Service Provider (if applicable) | Total Expenses |
|--|---|-----------------------|
| In-House Reproduction (\$.10 per page) | | \$8.40 |
| Outside Reproduction & Courier Service | Parcels | \$334.30 |
| Outside Reproduction & Courier Service | IKON | \$1,692.36 |
| Facsimile | | \$134.00 |
| Long Distance Telephone Calls | AT&T | \$8.21 |
| Postage | | \$23.16 |
| PACER | | \$21.49 |
| Overnight Courier | Federal Express | \$9.97 |
| Total Expenses | | \$2,231.89 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-----------------------------------|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <i>et al.</i> , |) | Case No. 01-1139 (KJC) |
| |) | |
| Reorganized Debtors. |) | Jointly Administered |
| |) | |
| |) | Objection Date: October 2, 2014 at 4:00 p.m. |
| |) | Hearing Date: October 14, 2014 at 10:00 a.m. |

**SUPPLEMENT TO THE FINAL APPLICATION OF CAMPBELL & LEVINE, LLC
FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS DELAWARE AND ASSOCIATED COUNSEL TO THE OFFICIAL
COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS OF W.R. GRACE &
CO., *ET AL.* FOR THE PERIOD APRIL 2, 2001 THROUGH FEBRUARY 3, 2014**

Pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the “Administrative Order”), the law firm of Campbell & Levine, LLC (“Campbell & Levine”) hereby submits this supplemental final application of Campbell & Levine for Compensation and for Reimbursement of Expenses for April 2, 2001 through February 3, 2014 (“Supplemental Final Application”) for compensation for professional services rendered as Delaware and associated counsel to the Official Committee of Asbestos Personal Injury Claimants (the “ACC”) of the Debtor, W.R. Grace & Co., *et al.* (the “Debtors”).

By this Supplemental Final Application, Campbell & Levine seeks the final allowance of compensation in the amount of \$3,869,816.50²¹ and reimbursement of actual and necessary expenses incurred in the amount of \$548,767.87²² for a total of \$4,418,584.37, or one hundred percent (100%) of all compensation and expense reimbursements requested, for the period April 2, 2001 through February 3, 2014 (the “Fee Period”), and payment of any unpaid portion of such

²¹ Includes fees related to the Fraudulent Conveyance actions.

²² Includes expenses related to Fraudulent Conveyance actions.

fees and costs. In support of this Supplemental Final Application, Campbell & Levine respectfully represents as follows:

BACKGROUND

1. On April 2, 2001 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 under Title 11 of the United States Code (the "Bankruptcy Code").

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § § 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. From the Petition Date through February 3, 2014, the Debtors operated their businesses and manage their properties as debtors-in-possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On April 12, 2001, the Office of the United States Trustee appointed the Official Committee of Asbestos Personal Injury Claimants (the "ACC") pursuant to section 1102 of the Bankruptcy Code [Dkt. No. 94]. Subsequently, the Court entered Orders authorizing the ACC to retain Ashby & Geddes, P.A. as its Delaware counsel until June 15, 2001, and Caplin & Drysdale, Chartered as its national counsel.

5. On June 15, 2001, at a duly convened meeting, the ACC voted to approve the substitution of Campbell & Levine for Ashby & Geddes, P.A. On June 18, 2001, Campbell & Levine and Ashby & Geddes, P.A. filed a Substitution of Counsel.

6. On June 29, 2001, the ACC filed and served its Application of the Official Committee of Asbestos Personal Injury Claimants to Retain and Employ Campbell & Levine, LLC as Delaware and Associated Counsel (the "Retention Application"). Through the Retention Application, the ACC sought authorization to employ Campbell & Levine as Delaware and associated counsel, effective as of June 16, 2001. On July 18, 2001, the Court entered the Order Authorizing the Retention of Campbell & Levine as Delaware and Associated Counsel for the

Official Committee of Asbestos Personal Injury Claimants, *nunc pro tunc* to June 16, 2001 [Dkt. No. 697].

RELIEF REQUESTED

7. Through this Supplemental Final Application, Campbell & Levine seeks final allowance and payment of \$3,869,816.50 in fees for professional services rendered during the Fee Period and reimbursement of \$548,767.87 for reasonable and necessary expenses incurred during the Fee Period. Thus, Campbell & Levine seeks final allowance and payment in the total amount of \$4,418,584.37.

8. Campbell & Levine has received no payment and no promises for payment from any source for services rendered during the Fee Period in connection with the case. There exists no agreement or understanding between Campbell & Levine and any other person for the sharing of any compensation to be received for services rendered by Campbell & Levine in the case.

9. All services for which compensation is requested by Campbell & Levine pursuant to this Supplemental Final Application were performed for or on behalf of the ACC in this case. Campbell & Levine's services have been necessary and beneficial to the Debtors and their estates, creditors and other parties in interest.

10. This is Campbell & Levine's Supplemental Final Application.

SUMMARY OF SERVICES RENDERED

11. Campbell & Levine has maintained detailed records of the time spent in the rendition of professional services for the ACC during the Fee Period (the "Billing Statements"). The Billing Statements are in the same form regularly used by Campbell & Levine to bill its clients for services rendered and include the date that the services were rendered, a detailed, contemporaneous narrative description of the services, the amount of time spent for each service and the designation of the professional who performed the service.

12. An Interim Order was entered by Judge Fitzgerald on April 11, 2005, approving all interim fee applications filed in the Fraudulent Conveyance cases. [Case No. 02-2211, DI 731].

13. During the Fee Period, Campbell & Levine rendered 16,170.90 hours of professional services, resulting in legal fees totaling \$3,869,816.50 and associated reasonable and necessary expenses totaling \$548,767.87.

13. Set forth below are the expenses incurred by Campbell & Levine for which reimbursement is requested pursuant to this Supplemental Final Application, as well as the basis for such rates for the identified expense items:

a) Copy charges: Campbell & Levine charges 10 cents per page for copies and such charge is based on an analysis of the cost to Campbell & Levine to make a copy;

b) Computer research charges: Campbell & Levine passes through on an exact cost basis all computer-assisted research charges; and

c) Out-going facsimile charges: Campbell & Levine charges \$1.00 for each page. These charges are based on an analysis of the cost to Campbell & Levine to send facsimile transmissions. Campbell & Levine do not pass through to its client's expenses or charges related to incoming facsimile transmissions.

14. The professionals at Campbell & Levine have substantial experience in bankruptcy, including bankruptcies involving mass tort liability, insolvency, corporate reorganization and debtor/creditor law and commercial law and have participated in numerous proceedings before this Court, as well as several other bankruptcy courts.

15. The general areas in which Campbell & Levine has rendered professional services to the ACC during the Fee Period in the case may be broadly characterized as follows:

a) providing legal advice as counsel regarding the rules and practices of this Court applicable to the ACC's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;

b) providing legal advice as Delaware counsel regarding the rules and practices of this Court;

c) preparing and reviewing as counsel applications, motions, complaints, answers, orders, agreements and other legal papers filed on or behalf of the ACC for compliance with the rules and practices of this Court;

d) appearing in Court as counsel to present necessary motions, applications and pleadings and otherwise protecting the interests of the ACC and asbestos-related, personal injury creditors of the Debtors;

e) investigating, instituting and prosecuting causes of action on behalf of the ACC and/or the Debtors' estates; and

f) performing such other legal services for the ACC as was necessary and proper in these proceedings.

16. The generality of the foregoing description is amplified on a day-to-day basis by the Billing Statements previously filed with this Court.

17. At all relevant times, Campbell & Levine has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors or the Committees.

18. In accordance with the Administrative Order, a Notice of Supplemental Final Application will be filed and served on all parties requesting notice under Bankruptcy Rule 2002 and the Supplemental Final Application will be served on the parties specified in the Administrative Order.

ALLOWANCE OF COMPENSATION

18. Campbell & Levine has endeavored to represent the ACC in the most expeditious and economical manner possible. Further, the professionals at Campbell & Levine have coordinated their activities with co-counsel to avoid duplication of effort on behalf of the ACC and co-counsel whenever possible.

19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein are fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, C&L has reviewed the requirements of Del. Bankr. LR 2016-2 and the Amended Administrative Order and believes that this Supplemental Final Application complies with such.

WHEREFORE, Campbell & Levine respectfully requests that the Court enter a final Order approving this Supplemental Final Application and directing payment of \$3,869,816.50 in fees and reimbursement of \$548,767.87 in expenses, to the extent not previously paid, and for such other and further relief as the Court deems just and proper.

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Marla R. Eskin (I.D. #2989)

Mark T. Hurford (I.D. #3299)

222 Delaware Avenue, Suite 1620

Wilmington, DE 19801

(302) 426-1900

*Delaware and Associated Counsel for the
Official Committee of Asbestos Personal Injury
Claimants*

Dated: September 12, 2014